

Delegation of Powers by Lymm Festival Board of Trustees to Lymm Festival Committee: Terms and Conditions of Delegation.

Under Clause 14 of its Governing Document (GD), the CIO may delegate powers to a committee and shall determine the terms and conditions on which the delegation is made.

1. All the powers available to the trustees are delegated to Lymm Festival Committee (the Committee), except where the GD requires that they must be carried out by the trustees or the members of the CIO¹.
2. Members of the Committee must act in accordance with the provisions of the Governing Document (where they so apply), charity law and the guidance provided by the Charity Commission.
3. Membership of the Committee is open to all those with an interest in Lymm Festival and its objects that the Committee chooses to accept and who are prepared to act in accordance with clause 2 above. At least one member must be a charity trustee (this is a requirement of the GD) and at least one charity trustee must be present at meetings of the Committee.
4. Individual members of the Committee may be asked to take on a particular role or work with others as part of a Task Group. In these cases, the powers and duties should be specified by the Committee and any actions or decisions of the Task Group should be recorded and reported to the Committee. At least one Task Group member should be a charity trustee. Task Group members must comply with the charity obligations set out at clause 2.
5. Minutes must be taken of any meeting of the Committee and must contain information about its actions, decisions, discussions and proceedings. They must be circulated among members as soon as is reasonably practicable in a form determined by the Committee. (The GD requires this for the trustees but as they are also Committee members, no additional arrangements are needed.) A copy of the minutes should be stored on the Lymm Festival website or another safe electronic repository to be decided by the Committee.
6. Decisions may also be made following an exchange of emails among members. These must be recorded in the same way as at meetings and circulated among trustees and other members of the Committee as soon as is practical. The same storage arrangements should be made as for the minutes.
7. The Committee shall determine any other procedures for its meetings as its members from time to time agree.
8. In the event that one or more trustees considers that an action or decision of the Committee (or any Task Group set up by the Committee, or any individual given a particular role) breaches, or could lead to a breach of the charity's obligations, the execution of that decision will be suspended until all the trustees have considered the matter and resolved how to proceed.
9. The charity trustees may at any time alter the terms and conditions or revoke the delegation. From time to time they will review the arrangements which they have made for the delegation of their powers. (These are a provision and a requirement of the GD.)

Note to Clause 1 above: This includes

- i. Delegating powers to one or more committees and reviewing the operation
- ii. Executing documents
- iii. Meeting as members to amend the Governing Document, amalgamate with another CIO or wind up / dissolve the CIO

Roger Hannam, 18 January 2014